

General information about company

Scrip code	505163
NSE Symbol	
MSEI Symbol	
ISIN	INE116C01012
Name of the entity	ZF Steering Gear (India) Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson															Yes		
Whether Chairperson is related to MD or CEO															Yes		
		Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Current status	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Dinesh Hirachand Munot	Executive Director	Chairperson		08-12-1947	NA		Active	08-11-1986	28-07-2021			2	1	1	0
2	Mr	Utkarsh Dinesh Munot	Executive Director	Not Applicable	MD	30-12-1980	NA		Active	31-10-2006	19-05-2021			1	0	2	0
3	Mr	Manish Motwani	Non-Executive - Independent Director	Not Applicable	Shareholder Director	02-10-1967	NA		Active	23-06-1998	01-04-2019		48	1	1	1	0
4	Mr	Shridhar S Kalmadi	Non-Executive - Independent Director	Not Applicable		26-11-1947	Yes	20-09-2019	Active	26-05-2009	01-04-2020		36	1	1	1	0

5	Mr	Satish A Gundecha	Non-Executive - Independent Director	Not Applicable	Shareholder Director	11-12-1953	NA	Active	15-09-2014	15-09-2019		42	1	1	2	2
6	Mr	Sandeep Nelamangala	Non-Executive - Non Independent Director	Not Applicable		06-04-1971	NA	Active	20-09-2019				2	0	0	0
7	Mr	Adit Madhusudan Rathi	Non-Executive - Independent Director	Not Applicable		10-09-1970	NA	Active	20-09-2019			42	2	2	0	0
8	Mrs	Smita A Lahoti	Non-Executive - Independent Director	Not Applicable		20-01-1980	NA	Active	27-06-2020			33	1	1	1	0

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson				Yes		
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Satish A Gundecha	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	Manish Motwani	Non-Executive - Independent Director	Member	15-01-2019		
3	Utkarsh Munot	Executive Director	Member	01-04-2020		
4	Smita A Lahoti	Non-Executive - Independent Director	Member	01-08-2020		

Nomination and Remuneration Committee

Whether the Nomination and Remuneration Committee has a Regular Chairperson				Yes		
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Satish A Gundecha	Non-Executive - Independent Director	Chairperson	15-01-2019		
2	Manish Motwani	Non-Executive - Independent Director	Member	29-09-2014		
3	Smita A Lahoti	Executive - Independent Director	Member	21-04-2022		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes		
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Satish A Gundecha	Non-Executive - Independent Director	Chairperson	15-01-2019		
2	Shridhar S Kalmadi	Non-Executive - Independent Director	Member	01-04-2020		
3	Utkarsh Munot	Executive Director	Member	21-04-2022		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Dinesh Hirachand Munot	Executive Director	Chairperson	29-09-2014		
2	Utkarsh Dinesh Munot	Executive Director	Member	29-09-2014		
3	Shridhar S Kalmadi	Non-Executive - Independent Director	Member	15-01-2019		

Meeting of Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	15-10-2022			Yes	8	7	4
2	19-11-2022	34		Yes	8	6	4
3	14-01-2023	55		Yes	8	7	4
4	11-03-2023	55		Yes	8	7	5

Meeting of Committees

Sr	Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	No of members attending the meeting (other than Board of Directors)
1	Audit Committee	15-10-2022				Yes	4	4	3	0
2	Audit Committee	14-01-2023	90			Yes	4	4	3	0
3	Corporate Social Responsibility Committee	04-03-2023	48			Yes	3	3	1	0

Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Satish Mehta
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is ❖No❖ details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.zfindia.com/profile/profile.php
2	Terms and conditions of appointment of independent directors	Yes		http://www.zfindia.com/miscellaneous.php
3	Composition of various committees of board of directors	Yes		http://www.zfindia.com/profile/committees.php
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.zfindia.com/profile/code.php
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.zfindia.com/policies-codes.php
6	Criteria of making payments to non-executive directors	Yes		http://www.zfindia.com/policies-codes.php
7	Policy on dealing with related party transactions	Yes		http://www.zfindia.com/policies-codes.php
8	Policy for determining ❖material❖ subsidiaries	Yes		http://www.zfindia.com/policies-codes.php
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.zfindia.com/miscellaneous.php

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is ❖No❖ details of non-compliance may be given here.	Web address
	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.zfindia.com/finance.php
11	email address for grievance redressal and other relevant details	Yes		http://www.zfindia.com/finance.php
12	Financial results	Yes		http://www.zfindia.com/financial-results.php
13	Shareholding pattern	Yes		http://www.zfindia.com/shareholding-pattern.php
14	Details of agreements	NA		

	entered into with the media companies and/or their associates		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	http://www.zfindia.com/corporate-announcements.php
18	Credit rating or revision in credit rating obtained	Yes	http://www.zfindia.com/credit-ratings.php
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	

20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	http://www.zfindia.com/finance.php
21	Materiality Policy as per Regulation 30	Yes	http://www.zfindia.com/policies-codes.php
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
23	It is certified that these contents on the website of the listed entity are correct	Yes	http://www.zfindia.com/policies-codes.php

Annexure II

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> details of non-compliance may be given here.
Independent director(s) have been appointed in terms of specified criteria of <input checked="" type="checkbox"/> independence <input checked="" type="checkbox"/> and/or eligibility <input checked="" type="checkbox"/>	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	

Minimum
Information

17(7)

Yes

Compliance
Certificate

17(8)

Yes

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	

18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	

23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	

39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Any other information to be provided - Add
Notes

Additional Half yearly Disclosure

Applicability of disclosure Applicable

Reason for Non Applicability Textual Information(1)

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	124126685.1	124126685.1
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six	Balance outstanding at the end of six months(taking into account any
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		months	invocation)
Promoter or any other entity controlled by them	Co- borrower for Loan availed by the Company's Wholly owned Subsidiary (DriveSys Systems Private Limited	370000000	370000000
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares	Aggregate value of security provided during	Balance outstanding at the end of six months
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	etc.)	six months	
Promoter or any other entity controlled by them	Mutual Funds Units	125114000	125114000
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0
(D) Additional Information			Textual Information(2)

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)

Name	Jinendra Jain
Designation	CFO
Place	Pune
Date	17-04-2023

Text Block

Textual Information(2)

The Amount of Loans/ Guarantee/ Securities mentioned in this affirmation (Half yearly) are provided by the Company to its Wholly-Owned Subsidiaries as the said transactions are exempt under the provisions of the Regulation 23(5) of the SEBI (LODR) Regulations, 2015, and Section 185(3) of the Companies Act, 2013.

Signatory Details

Name of signatory	Satish Mehta
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Designation of person

Company Secretary and Compliance Officer

Place

Pune

Date

17-04-2023